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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4 (6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB Approval

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden

hours per response ...



Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Offering of Series B Convertible Preferred Stock	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section	4(6) ☐ ULOE
Type of Filing: ☐ New Filing ☐ Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Cytlmmune Sciences, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
9640 Medical Center Drive, Rockville, Maryland 20850	(240) 864-2791
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business Develop multi-functional therapeutics, by binding known anti-can	cer agents with colloidal gold tumor
targeting nanotechnology.	
Type of Business Organization	N KAN DO
	other (please specify):
business trust limited partnership, to be formed	-000
Actual or Estimated Date of Incorporation or Organization: Month Year	✓ X Actual ☐ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for	
CN for Canada; FN for other foreign jurisdiction)	<u>ne</u>

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
C Each promoter of the issuer, if the issuer has been organized within the past five years;
C Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
C Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
C Each general and managing partner of partnership issuers.
Check Box(es) that Apply: ~ Promoter & Beneficial Owner & Executive Officer & Director ~ General and/or Managing Partner
Full Name (Last name first, if individual)
Tamarkin, Lawrence
Business or Residence Address (Number and Street, City, State, Zip Code) 9640 Medical Center Drive, Rockville, Maryland 20850
Check Box(es) that Apply: ~ Promoter ~ Beneficial Owner ~ Executive Officer * Director ~ General and/or Managing Partner
Full Name (Last name first, if individual)
Holaday, John W.
Business or Residence Address (Number and Street, City, State, Zip Code)
9640 Medical Center Drive, Rockville, Maryland 20850
Check Box(es) that Apply: ~ Promoter ~ Beneficial Owner ~ Executive Officer * Director ~ General and/or Managing Partner
Full Name (Last name first, if individual) Taub, Leon
Business or Residence Address (Number and Street, City, State, Zip Code) 9640 Medical Center Drive, Rockville, Maryland 20850
Check Box(es) that Apply: ~ Promoter * Beneficial Owner ~ Executive Officer * Director ~ General and/or Managing Partner
Full Name (Last name first, if individual)
Itani, Hidetaka Kentaro
Business or Residence Address (Number and Street, City, State, Zip Code)
9640 Medical Center Drive, Rockville, Maryland 20850
Check Box(es) that Apply: ~ Promoter ~ Beneficial Owner * Executive Officer ~ Director ~ General and/or Managing Partner
Full Name (Last name first, if individual) Marder, Mitchell
Business or Residence Address (Number and Street, City, State, Zip Code) 9640 Medical Center Drive, Rockville, Maryland 20850
Check Box(cs) that Apply: ~ Promoter ~ Beneficial Owner ** Executive Officer ~ Director ~ General and/or Managing Partner
Full Name (Last name first, if individual) Bernton, Edward
Business or Residence Address (Number and Street, City, State, Zip Code)
9640 Medical Center Drive, Rockville, Maryland 20850
Check Box(es) that Apply: ~ Promoter ~ Beneficial Owner * Executive Officer ~ Director ~ General and/or Managing Partner
Full Name (Last name first, if individual) Paciotti, Giulio F.
Business or Residence Address (Number and Street, City, State, Zip Code) 9640 Medical Center Drive, Rockville, Maryland 20850

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
C Each promoter of the issuer, if the issuer has been organized within the past five years;	
C Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of securities of the issuer;	a class of equity
C Each executive officer and director of corporate issuers and of corporate general and managing partners of partn	ership issuers; and
C Each general and managing partner of partnership issuers.	
第二十分,1945年,李建立的1957年,1967年,1967年,1964年,1964年,1967年,1967年,1967年,1967年,1967年,1967年,1967年,1967年,1967年,1967年,1967年	General and/or Managing Partner
Full Name (Last name first, if individual) Tredway, Sharon	
Business or Residence Address (Number and Street, City, State, Zip Code) 9640 Medical Center Drive, Rockville, Maryland 20850	
	General and/or Managing Partner
Full Name (Last name first, if individual)	
Dorrance, John T.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
C/O Steven Elgart, McCabe Capital Managers, 2011 Renaissance Blvd. Ste. 210, King of Prussia, PA	19406
2.第二十分,大型1.15万元,大型1.15万元,15万元,15万元,15万元,15万元,15万元,15万元,15万元,	General and/or Managing Partner
Full Name (Last name first, if individual) Maryland State Department of Business and Economic Development	
Business or Residence Address (Number and Street, City, State, Zip Code) C/O Elizabeth Good, 217 East Redwood St. Ste. 1200, Baltimore, MD 21202	
Check Box(es) that Apply: ~ Promoter & Beneficial Owner ~ Executive Officer ~ Director ~	General and/or Managing Partner
Full Name (Last name first, if individual)	
Kaplan, Donald	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1667 K Street, NW, Suite 260, Washington, DC 20006	
Check Box(es) that Apply: ~ Promoter * Beneficial Owner ~ Executive Officer ~ Director ~	General and/or Managing Partner
Full Name (Last name first, if individual) LRR Family Partners, Ltd.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
One Willow Pond, Woodbury, New York 11797	
Check Box(es) that Apply: ~ Promoter ~ Beneficial Owner ~ Executive Officer ~ Director ~	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
	General and/or Managing Partner
Full Name (Last name first, if individual)	
Project of Project of Control of	

B. INFORMATION ABOUT OFFERING		
	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	X	Ш
Answer also in Appendix, Column 2. if filing under ULOE.		
2. What is the minimum investment that will be accepted from any individual?	· \$ 	Non No
None 3. Does the offering permit joint ownership of a single unit?	Yes · X	Ĭ
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any		_
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering.		
If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of		
state of states, fist the name of the bloker of dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. None		
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
business of Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)		Il States
AL MAK MAZ MAR MCA MCO MCT MDE MDC MFL MGA M]ID
IL IN IA KS KY LA ME MD MA MI MN I		M0
MT	_]PA]PR
Full Name (Last name first, if individual)	<u> </u>	<u>lek</u>
Tun Name (Last name 111st, it murvidual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)	A	Il States
Dal Dak Daz Dar Dc Dc Dc Dc Dc Dc Dc D]ID
□IL □IN □IA □KS □KY □LA □ME □MD □MA □MI □MN □	4S [] MO
MIT DUE DUN DUN DUN DUN DUC DUD DOH DOK D]PA
RI SC SD TN TX OUT VI VA WA WA WA WA	/ Y]PR
Full Name (Last name first, if individual)		
		_
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
Control in Which Dance Lived Has Calified a Least As Calified Danch		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	. Паі	Il States
AL AK AZ AR CO CT DE DC FL GA		II States
DIL DIN DIA DKS DKY DLA DME DMD DMA DMI DMS D] MO
MT NE NV NH NJ NM NY NC ND OH OK	·]PA
RI SC SD TN TX OUT VT VA WA WA WA]PR
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)		

C. OFFERING PRICE, NUMBER OF INVESTORS. EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \sim and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	0	Aggregate ffering Price		Amount Already Sold
	Debt	S	0	\$	0
	Equity	s		•	
	♣ Common ~ Preferred	~		. •	
	Convertible Securities (including warrants)	ç	0	ę	0
	Partnership Interests	-			0
	·				
	Other ()			•	
		³ <u></u>	5,000,000	Ф.	1,850,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	_	2	\$	4,800,000
	Non-accredited Investors		1	\$	200,000
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.				
	Type of offering		Type of Security		Dollar Amount Sold
	Rule 505			S	
	Regulation A			S	
	Rule 504			\$	
	Total			\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		~	\$	
	Printing and Engraving Costs	. .	~	\$	
	Legal Fees		x	\$	111,000
	Accounting Fees		~		
	Engineering Fees		~		
	Sales Commissions (specify finders' fees separately)		~		
	Other Expenses (identify)				
		<i>.</i>		•	

for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, & Officers, & Payments to the purposes of real estate	
check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors, & Payments of Affiliates Payments to Officers, Directors, & Payments of the state Payments of the payments of the state Payments of the state	
Salaries and fees	
Purchase of real estate	
Purchase, rental or leasing and installation of machinery and equipment	339,944
Purchase, rental or leasing and installation of machinery and equipment	
Construction or leasing of plant buildings and facilities	
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Solution Column Totals Total Payments Listed (column totals added) Control Payments Listed (column totals	
Repayment of indebtedness - \$ X \$ Working capital - \$ X \$ 3. Other (specify): - \$ - \$ Column Totals - X \$ 523,000 X \$ 4. Total Payments Listed (column totals added) - X \$ 4,889,000 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the f signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date CytImmune Sciences, Inc.	
Working capital ~ \$	571,000
Other (specify):	455,056
Column Totals	
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the f signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) CytImmune Sciences, Inc.	366,000
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the f signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date CytImmune Sciences, Inc.	
CytImmune Sciences, Inc.	ollowing its staff
Name of Signer (Print or Type) Title of Signer (Print or Type)	
	<u> </u>
Sharon Tredway Secretary	

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNAT	CURE		
1.	Is any party described in 17 CFR 230.2 such rule?	262 presently subject to any o	· ·	Yes	No 🗵
	See Apper	ndix, Column 5, for state respon	se.		
2.	The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	•	rator of any state in which this notice is f	iled, a no	tice on
3.	The undersigned issuer hereby undertakes issuer to offerees.	to furnish to the state administr	ators, upon written request, information	furnished	by the
4.	The undersigned issuer represents that the Limited Offering Exemption (ULOE) o availability of this exemption has the burde	f the state in which this notic	e is filed and understands that the issu		
	he issuer has read this notification and known	s the contents to be true and has	duly caused this notice to be signed on its	behalf by	y the
Issuer (Print or Type)		Signature	Date		
C	ytImmune Sciences, Inc.	1 /2 /2 /	- 12/28/	4	
N	ame of Signer (Print or Type)	Title of Signer (Print or Type			
S	haron Tredway	Secretary			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					APPENDIX				
1	Intend to r accre invest	to sell non- dited tors in ate	Type of Security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and chased in State C-Item 2)		Disqual under UL (if yes, explana	State OE , attach ation of granted)
State	Yes	No	Common stock and common stock warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			\$		5		5		
AK			8		5		5		
AZ			\$		5		5		
AR			\$		\$		5		
CA			\$		5		5		
со			\$		5		5		
СТ			\$		\$		8		
DE			\$		\$		<u> </u>		
DC		X	S 150,000	1	5 150,000	0	5 0		X
FL			\$		\$		5		
GA			S		5		5		
ні			S				5		
ID			\$		§		5		
IL			\$		\$		\$		
IN			S		5		5		
IA			S		\$		5		
KS			Š		\$		5		
KY			\$		\$		\$		
LA			\$		\$		5		
ME			S		\$		5		
MD	X		\$ 200,000	0	5 0	1	\$ 200,000		Х
MA			\$		5		5		
MI			S		5		5		
MN			S		5		5		
MS			S		5		5		
МО			S		5		5		

	• • •				APPENDIX				
1	Intend to r accre inves	to sell non- dited tors in ate	Type of Security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				fication State OE attach attion of granted)
State	Yes	No	Common stock and common stock warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT			\$		8		\$		
NE			\$		\$		5		
NV			\$		8		5		
NH			\$		5		5		
NJ			\$		5		5		
NM			\$		5		ß		
NY			\$		5		A		
NC			\$		5		5		
ND			\$		5		S		
ОН			\$		6		5		
OK			\$		\$		S		
OR			\$		5		\$		
PA		X	\$ 4,650,000	1	4,650,000	0	5 0		_ X
RI			S		5		5		
sc			S		5		3		
SD			<u>S</u>		5		\$		
TN			\$	<u> </u>	5		5		
TX			\$		5		5		
UT			\$		\$		\$		
VT			\$	N	\$		5		
VA			\$		5		5		
WA	<u> </u>		\$		5		\$		
WV			\$		\$ 		\$		
WY	<u> </u>		\$		5		5	<u> </u>	
PR			\$ \$		5 5		ρ δ		
FOR		·	\$		5		3		
	Totals	as of		2	\$ 4,800,000	1	\$ 200,000		